



CONFLICT OF INTEREST POLICY

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QUIDNET ENERGY INC.'S CONFLICT OF INTEREST POLICY & PLAN

I. INTRODUCTION

Quidnet Energy Inc. (“Quidnet” or the “Company”) has prepared this Conflict of Interest (“COI”) Policy & Plan (the “COI Policy”) to identify and mitigate any potential, actual, or perceived financial or organizational COI that might arise from work to be performed by Quidnet under Award No. DE-EE0011046 (the “Award”) issued by the U.S. Department of Energy’s Water Power Technologies Office (“DOE” or the “Agency”).

The Solicitation’s Representations and Certifications require an offeror to certify that it: (1) has in effect an up-to-date, written, and enforced administrative process to identify and manage conflicts of interest with respect to all projects for which financial assistance funding is sought or received from DOE; (2) shall promote and enforce Investigator compliance with [DOE’s Interim Conflict of Interest \(COI\) Policy](#)’s requirements including those pertaining to disclosure of significance financial interests; (3) shall manage financial conflicts of interest and provide initial and ongoing financial conflicts of interest reports to DOE; (4) agrees to make information available, promptly upon request, to DOE relating to any Investigator disclosure of financial interests and the Recipient’s review of, and response to, such disclosure, whether or not the disclosure resulted in the Recipient’s determination of a financial conflict of interest; and (5) shall fully comply with the requirements of the DOE Interim COI Policy.

II. PURPOSE OF POLICY

The purpose of Quidnet’s COI Policy is to provide an up-to-date, written, and enforced administrative process within the Company to identify and manage any potential, perceived, or actual financial and organizational COIs with respect to all projects for which financial assistance funding is sought or received from DOE in compliance with DOE’s Interim COI Policy.¹

Additionally, this COI Policy seeks to:

- Provide a Company administrative process to identify, manage, resolve, and report (if applicable) any potential, perceived, or actual financial conflict of interest or organizational conflict of interest.
- Prevent potential or perceived financial conflicts of interest or organizational conflicts of interest and ensure timely identification of all potential COI situations arising in connection with a project that is wholly funded or partially funded under the DOE financial assistance award.
- Ensure immediate and appropriate action in the event of a breach of this COI Plan, including termination of Quidnet employees and/or subrecipients that intentionally do not comply with this COI Mitigation Plan.

¹ The Company’s COI Policy does not apply to Office of Indian Energy and Phase I Small Business Innovation Research (“SBIR”)/Small Business Technology Transfer (“STTR”) funding opportunity announcements and financial assistance awards, which are specifically exempted from DOE’s Interim COI Policy. See U.S. Dep’t of Eng. Interim Policy at pdf 1; *id.* at Appx. 1, § II.

- Establish training programs geared to educate Quidnet employees and/or Investigators on the specific COI concerns and prevent an COI in accordance with the COI Policy.
- Ensure Investigators meet all requirements to disclose any Significant Financial Interests to ensure any perceived, possible, or actual financial conflicts of interest are identified, mitigated, and/or reported (as required).

III. APPLICABILITY & DEFINITIONS

A. To whom does Quidnet’s COI Policy apply?

In accordance with DOE’s Interim COI Policy, Quidnet’s COI Plan is applicable to:

1. The Company as a whole when it applies for or receives a DOE financial assistance award;
2. Each Investigator (who is the principal Investigator (“PI”) and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE) who is planning to participate in or is participating in the Company’s project that is wholly funded or partially funded under the DOE financial assistance award; and
3. Each non-federal entity subrecipient that works on or supports the Company’s DOE financial assistance award.

B. What is a Conflict of Interest?

DOE’s Interim COI Policy identifies two types of conflicts of interest: (1) an **organizational conflict of interest**; and (2) a **financial conflict of interest**.

Generally speaking, a potential conflict of interest arises when an Investigator or that person’s family member² or business: (1) stands to gain a *financial benefit* from an action Quidnet takes or a transaction into which Quidnet enters; or (2) has *another interest* that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to Quidnet.

The situations in which **organizational conflicts of interest** arise, as addressed in Federal Acquisition Regulation (“FAR”) Subpart 9.5, can be broadly categorized into three groups: (1) biased ground rules; (2) impaired objectivity; and (3) unequal access to information.

- **Biased ground rules:** consists of situations in which a firm, as part of its performance of a government contract, has in some sense set the ground rules for another government contract by, for example, writing the statement of work or the specifications. In these “biased ground rules” cases, the primary concern is that the firm could skew the competition, whether intentionally or not, in favor of itself. *See FAR 9.505–1; FAR 9.505–2.* These situations may also involve a

² Family members" include parents and parents-in-law, spouses or domestic partners, siblings (whether whole or half-blood) and siblings-in-law, children (whether natural or adopted) and children-in-law, grandparents and grandparents-in-law, grandchildren, and great-grandchildren.

concern that the firm, by virtue of its special knowledge of the agency's future requirements, would have an unfair advantage in the competition for those requirements.

- **Impaired objectivity:** comprises cases where a firm's work under one government contract could entail its evaluating itself, either through an assessment of performance under another contract or an evaluation of proposals. *See* FAR 9.505–3. In these “impaired objectivity” cases, the concern is that the firm's ability to render impartial advice to the government could appear to be undermined by its relationship with the entity whose work product is being evaluated. *See id.*
- **Unequal access to information:** consists of situations in which a firm has access to nonpublic information as part of its performance of a government contract and where that information may provide the firm a competitive advantage in a later competition for a government contract. *See* FAR 9.505–4.

Financial conflicts of interest involve situations where an Investigator or the Investigator’s spouse or dependent children has a significant financial interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project.

C. Definitions

Quidnet’s COI Policy utilizes the following definitions in accordance with DOE’s Interim COI Policy.

- *Award, financial assistance award or Federal award* means the same as the definition provided in 2 CFR 200.1 for Federal award.
- *Contracting Activity* means an organizational element that has the authority to award and administer contracting and financial assistance instruments.
- *Disclosure of significant financial interests* means an individual’s disclosure of significant financial interests to a non-Federal entity.
- *DOE* means the U.S. Department of Energy, the National Nuclear Security Administration (NNSA), and any components of the DOE to which the authority involved may be delegated.
- *DOE program office* means the organizational unit of DOE, led by an officer of the Department who has been appointed by the President by and with the advice and consent of the Senate, that funds and/or manages the awards subject to this Policy. For purposes of this Policy, the term *DOE program office* includes the organization responsible for executing program management functions; the cognizant contracting activity; and the field elements in safety and health, administrative, management, and technical areas.
- *Financial conflict of interest (“FCOI”)* means a situation in which an Investigator or the Investigator’s spouse or dependent children has a significant financial interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project.

- *FCOI report* means a non-Federal entity's report of a financial conflict of interest to the DOE program office.
- *Financial interest* means anything of monetary value, whether or not the value is readily ascertainable.
- *Institution of Higher Education* means the same as the definition provided at 20 U.S.C. § 1001(a).
- *Investigator* means the PI and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE.³
- *Investigator's non-Federal entity responsibilities* means an Investigator's professional responsibilities on behalf of the non-Federal entity, and as defined by the non-Federal entity in its policy on financial conflicts of interest, which may include: activities such as research, research consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards.
- *Manage* means taking action to address a financial conflict of interest, which can include mitigating or eliminating the conflict of interest, to ensure, to the extent possible, that the purpose, design, conduct, and reporting of a project will be free from bias.
- *Organizational conflict of interest* means a situation where because of relationships with a parent company, affiliate, or subsidiary organization, the non-Federal entity is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization. 2 CFR 200.318(c)(2).
- *Potential conflict of interest* exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests could constitute a conflict of interest with a project funded under a DOE award.
- *Principal Investigator (PI)* means a principal investigator of a project funded under a DOE financial assistance award; PI is included in the definitions of *senior/key personnel* and *Investigator*.
- *Project* means the interdependent activities funded wholly or in part under the DOE financial assistance award. A project has a defined start and end point with objectives described in an application or in an approved scope that, when attained, signify completion and achievement of a specific goal, and creation of a unique product, service, or result. For awards that include recipient cost share as part of the approved budget, activities funded with that recipient cost share are included.

³ DOE program offices have the discretion to *expand* this definition to include any person who *participates* in the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE. Such expansion will be specified in the applicable funding opportunity announcement and/or terms and conditions of the financial assistance award.

- *Recipient* means an entity, usually but not limited to non-Federal entities, that receives a Federal award directly from a Federal awarding agency. The term recipient does not include subrecipients or individuals that are beneficiaries of the award.
- *Senior/key personnel* means the PI; any other person who significantly influences the design, conduct, or reporting of a project funded under a DOE award; and any other person identified as senior/key personnel by the non-Federal entity in the application for financial assistance, approved budget, progress report, or any other report submitted to the DOE by the non-Federal entity under this Policy.
- *Significant Financial Interest* means:
 - (1) A financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator's spouse and dependent children) that reasonably appears to be related to the Investigator's non-Federal entity responsibilities:
 - (i) With regard to any foreign or domestic publicly traded entity, a *significant financial interest* exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value.
 - (ii) With regard to any foreign or domestic non-publicly traded entity, a *significant financial interest* exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest).
 - (iii) Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.
 - (2) Investigators also must disclose the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to their institutional responsibilities that is not otherwise disclosed in current and pending or other support disclosures, provided that this disclosure requirement does not apply to travel that is reimbursed or sponsored by a Federal, state, or local government agency of the United States; a domestic Institution of Higher Education; or a domestic research institute that is affiliated with a domestic Institution of Higher Education.

- (3) The term *significant financial interest* does not include the following types of financial interests: salary, royalties, or other remuneration paid by Quidnet to the Investigator if the Investigator is currently employed or otherwise appointed by Quidnet, including intellectual property rights assigned to Quidnet and agreements to share in royalties related to such rights; any ownership interest in Quidnet held by the Investigator, if Quidnet is a commercial or for-profit organization; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles; income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.
- *Small Business Innovation Research* (“SBIR”) Program and *Small Business Technology Transfer* (“STTR”) Program mean the extramural research programs for small businesses that are run by the DOE Office of Science and the Advanced Research Projects Agency-Energy and certain other Federal agencies under Public Law 97-219, the Small Business Innovation Development Act, as amended, and Public Law 102-564.
- *Subrecipient* means an entity, usually but not limited to non-Federal entities, that receives a subaward from a pass-through entity to carry out part of a Federal award, but does not include an individual that is a beneficiary of such award. A subrecipient may also be a recipient of other Federal awards directly from a Federal awarding agency.

IV. CONFLICT OF INTEREST POLICY

DOE’s Interim COI Policy requires Quidnet to have an up-to-date, written, and enforced administrative process to identify and manage financial and organizational conflicts of interest with respect to all projects for which financial assistance funding is sought or received from DOE.

Quidnet commits to taking actions necessary to identify, mitigate, manage, resolve, and report possible, perceived, or actual financial conflicts of interest, including any financial conflicts of a Quidnet Investigator or a subrecipient Investigator. This includes the management of an identified financial conflict of interest, including the development and implementation of a management plan and, if necessary, a retrospective review and a mitigation report. Likewise, Quidnet commits to taking actions necessary to identify, mitigate, manage, resolve, and report possible, perceived, or actual organizational conflicts of interest.

Quidnet’s COI Policy is to perform the following objectives in accordance with DOE’s Interim COI Policy:

1. Provide an up-to-date, written, enforced policy on financial conflicts of interest that complies with the DOE’s Interim COI Policy;

2. Make the COI Policy available via the Company's publicly accessible website;
3. Inform each Investigator on financial conflicts of interest, the Investigator's responsibilities regarding disclosure of significant financial interests, and of DOE's Interim COI Policy;
4. Require each Investigator to complete training regarding financial conflicts of interest in accordance with the DOE Interim COI Policy requirements;
5. Assign a Designated COI Official to solicit and review disclosures of Significant Financial Interests from each Investigator who is planning to participate in, or is participating in, the project funded under a DOE award, including disclosures of subrecipient investigators;
6. Require each Investigator who is planning to participate in the DOE award disclose to the non-Federal entity's designated official(s) the Investigator's Significant Financial Interests (and those of the Investigator's spouse and dependent children) (a) no later than the time of application for the DOE award; or (b) prior to participating in a project funded under a DOE award if the Company seeks to add an Investigator after the time of application;
7. Require each Investigator to disclose the occurrence of any reimbursed or sponsored travel related to their institutional responsibilities that is not otherwise disclosed in current and pending or other support disclosures to the extent required by DOE's Interim COI Policy;
8. Require each Investigator who is participating in the DOE award to submit an updated disclosure of Significant Financial Interests at least annually, in accordance with the specific time period prescribed by the non-Federal entity, during the period of the award;
9. Require each Investigator who is participating in the DOE award to submit an updated disclosure of Significant Financial Interests within thirty days of discovering or acquiring (e.g., through purchase, marriage, or inheritance) a new Significant Financial Interest;
10. Require each disclosure and updated disclosure to be signed and dated by the Investigator and includes the required certification statement in DOE's Interim COI Policy;
11. Provide guidelines consistent with DOE's Interim COI Policy for the Designated COI Official to determine whether an Investigator's significant financial interest is related to a project funded under a DOE award and, if so related, whether the significant financial interest is a financial conflict of interest;
12. Take such actions as necessary to manage financial conflicts of interest, including any financial conflicts of a subrecipient Investigator including the development and implementation of a management plan and, if necessary, a retrospective review and a mitigation report;
13. Maintain records relating to all Investigator disclosures of financial interests and Quidnet's review of and response to such disclosures (whether or not a disclosure resulted in the non-Federal entity's determination of a financial conflict of interest) and all actions under Quidnet's policy or

retrospective review, if applicable, for the time period specified in 2 C.F.R. § 200.334 or, where applicable, from other dates specified in the individual award terms and conditions;

14. Establish adequate enforcement mechanisms and provide for employee sanctions or other administrative actions to ensure Investigator compliance as appropriate; and
15. Certify, prior to award, that Quidnet:
 - a. Has in effect an up-to-date, written, and enforced administrative process to identify and manage conflicts of interest with respect to all projects for which financial assistance funding is sought or received from DOE;
 - b. Shall promote and enforce Investigator compliance with DOE's Interim COI Policy requirements including those pertaining to disclosure of significant financial interests;
 - c. Shall manage financial conflicts of interest and provide initial and ongoing FCOI reports to DOE consistent with DOE's Interim COI Policy;
 - d. Agrees to make information available, promptly upon request, to DOE relating to any Investigator disclosure of financial interests and Quidnet's review of, and response to, such disclosure, whether or not the disclosure resulted in the non-Federal entity's determination of a financial conflict of interest; and
 - e. Shall fully comply with the requirements of DOE's Interim COI Policy.

A. Corporate Oversight and Responsibilities

The key to preventing any potential or perceived organizational COI or financial COI rests on a comprehensive and continuous process of information management and requires cooperation and coordination among Quidnet's Designated COI Official, Quidnet management, and the Investigators involved in the project.

1. Quidnet's Designated COI Official

Pursuant to DOE's Interim COI Policy, Quidnet has selected its Chief Operating Officer as the Company's Designated COI Official, who is responsible for initiating a COI inquiry into a potential, perceived, or actual financial COI or organizational COI.

Regarding financial COIs, Quidnet's Designated Official is responsible for determining whether an Investigator's significant financial interest is related to a project funded under a DOE award and, if so related, whether the significant financial interest is a financial conflict of interest.

- An Investigator's Significant Financial Interest is related to a project funded under a DOE award when the non-Federal entity, through its designated official(s), reasonably determines that the Significant Financial Interest could be affected by the project, could affect the project, is in an entity

whose financial interest could affect the project, or is in an entity whose financial interest could be affected by the project.

- A financial conflict of interest exists when the non-Federal entity, through its designated official(s), reasonably determines that the Significant Financial Interest could directly and significantly affect the purpose, design, conduct, or reporting of the project funded under a DOE award.

The Designated COI Official must review and manage any potential, perceived, or actual financial conflicts of interest and provide reports to DOE as required in DOE's Interim COI policy.

Quidnet's Designated COI Official is also responsible for:

- Identifying any Company project that is wholly funded or partially funded under the DOE financial assistance award;
- Identifying any individual that qualifies as an Investigator under DOE's Interim COI Policy and the Company's COI Policy;
- Providing employee orientation and annual COI training and ensuring all training requirements for project personnel are met;
- Informing each Investigator of the Company's COI Policy and the Investigator's requirement to complete to disclose his or her Significant Financial Interests: (a) no later than the time of application for the DOE award; or (b) prior to participating in a project funded under a DOE award;
- Ensuring each Investigator has completed the requirement disclose of his or her Significant Financial Interests: (a) no later than the time of application for the DOE award; or (b) prior to participating in a project funded under a DOE award;
- Ensuring all Investigators submit an updated disclosure of Significant Financial Interests at least annually during the period of the project's award, which shall include: (a) any information that was not initially disclosed to the Company; (b) any information that was not disclosed to the Company in any subsequent disclosures; and (c) any update information regarding any previously disclosed significant financial interest (e.g., the updated value of a previously disclosed equity interest);
- Soliciting and reviewing Investigator disclosures (including those completed by subrecipient Investigators) to determine whether an Investigator's Significant Financial Interest is related to a project funded under a DOE award and, if so related, whether the significant financial interest is a financial conflict of interest;
- Providing a report with recommended actions to Quidnet's President for his review, approval, and further action (if applicable);

- Completing, prior to the Company’s expenditure of any funds under a DOE award, the review of all Investigator disclosures of significant financial interests, determining whether any of the disclosures relate to the project funded under the DOE award, determining whether a financial conflict of interest exists; and, if so, developing and implementing a management plan that shall specify the actions that have been, and shall be, taken to manage such financial conflict of interest;
- Providing initial and ongoing financial conflict of interest (“FCOI”) reports,⁴ which identify any unmanaged or unmanageable financial conflicts of interest, to DOE as required in DOE’s Interim COI Policy;
- Maintaining records relating to all Investigator disclosures of financial interests and the Company’s review of and response to such disclosures (whether or not a disclosure resulted in the Company’s determination of a financial conflict of interest) and all actions under the Company’s COI Policy or in retrospective review, if applicable, for the time period specified in 2 C.F.R. § 200.334 or, where applicable, from other dates specified in the individual award terms and conditions;
- Ensuring the requirements in this COI Policy flow down to any subrecipient non-Federal entities engaged over the course of the project; and
- Completing any other obligations required by Quidnet’s Designated COI Official within this COI Policy and DOE’s Interim COI Policy.

2. Quidnet’s President

Quidnet’s President will serve as Quidnet’s ombudsman who has sufficient knowledge and expertise to make judgments regarding the potential, perceived, or actual financial COI or organizational COI in any given situation. The President is also responsible for the overall COI process and has the authority to enforce actions stipulated in Quidnet’s COI Mitigation Plan, including (but not limited to) termination of any Quidnet employee or non-federal subrecipient.

B. Organizational Conflicts of Interest

The primary objectives of Quidnet’s organizational COI policy is to prevent and/or mitigate any situation in which an organizational conflict of interest may arise as addressed in FAR Subpart 9.5, i.e., (1) biased ground rules; (2) unequal access to information; and (3) impaired objectivity.

Quidnet’s corporate structure does include multiple wholly-owned subsidiary entities that are not subject to markup pricing or any other incentive that would create an organizational conflict of interest or an actual

⁴ DOE has discretion to require that the FCOI report also include managed financial conflicts of interest, and the requirement to do so will be specified in the applicable Funding Opportunity Announcement and/or terms and conditions of the financial assistance award. In addition to the standard FCOI report, DOE may require a non-Federal entity to routinely submit all or some Investigator disclosures of Significant Financial Interests.

financial COI. Quidnet's current corporate structure is provided as **Appendix A**. To the extent this changes, Quidnet will update its COI Policy accordingly to ensure compliance with DOE's Interim COI Policy.

To the extent Quidnet becomes aware of any potential or actual organizational conflict of interest, it shall disclose such OCI in writing to the appropriate DOE program office in (a) any application for financial assistance; or (b) prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization (to the extent one exists in the future). In compliance with DOE's Interim COI Policy, such a disclosure shall include: (i) The name, address, and website (as applicable) of the entity that presents a potential or actual organizational conflict of interest; (ii) the relationship between the non-Federal entity and the entity at issue; (iii) the nature of the anticipated procurement or other transaction with the parent, affiliate, or subsidiary organization; the anticipated value of the procurement or other transaction; and the basis for making the procurement or other transaction with a parent, affiliate, or subsidiary organization; (iv) the basis for the non-Federal entity's determination regarding the existence of an organizational conflict of interest; and (v) how the non-Federal entity will avoid, neutralize, or mitigate the organizational conflict of interest.

Quidnet recognizes that if the effects of the potential or actual organizational conflict of interest cannot be avoided, neutralized, or mitigated, it shall procure goods and services from other sources when using DOE funds.

C. Financial Conflicts of Interest

A financial conflict of interest exists when the Company, through its Designated COI Official, reasonably determines that an Investigator's Significant Financial Interest could directly and significantly affect the purpose, design, conduct, or reporting of the project funded under a DOE award.

1. Duties of Investigators to Disclose

In accordance with DOE's Interim COI Policy, **every Investigator** (i.e., the PI and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE) has: (a) **a duty and responsibility to disclose Significant Financial Interests**; and (b) **a requirement to complete training** regarding the disclosure of significant financial interests (i) prior to engaging in projects related to any DOE financial assistance award; (ii) at least once every four years; and (iii) immediately when any of the following circumstances apply:

- The Company revises its financial conflict of interest policies or procedures in any manner that affects the requirements of Investigators;
- An Investigator is new to the Company; or
- The Company finds that an Investigator is not in compliance with Quidnet's COI Policy.

Definition of “Significant Financial Interest” under DOE’s Interim COI Policy	
Any foreign or domestic <i>publicly</i> traded entity	<p>The value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000.</p> <p>Remuneration includes:</p> <ul style="list-style-type: none"> • Salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); • Equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices; or • “[O]ther reasonable measures of fair market value[.]”
Any foreign or domestic <i>non-publicly</i> traded entity	<p>(a) The value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000; or</p> <p>(b) When the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest).</p>
Intellectual property rights and interests	<p>Upon receipt of income related to such rights and interests (e.g., patents, copyrights, etc.).</p>

Significant Financial Interest *does not* include:

- Salary, royalties, or other remuneration paid by Quidnet to the Investigator if the Investigator is currently employed or otherwise appointed by Quidnet, including intellectual property rights assigned to Quidnet and agreements to share in royalties related to such rights;
- Any ownership interest in Quidnet held by the Investigator, because Quidnet is a commercial, for-profit organization;
- Income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles;

- Income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or
- Income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.

Under this Policy, Investigators are required to:

1. Complete Quidnet's Significant Financial Interests and Disclosures Form, attached hereto as **Appendix B**, disclosing the **Investigator's significant financial interests (and those of the Investigator's spouse and dependent children)** either (a) no later than the time of application for the DOE award; or (b) prior to participating in a project funded under a DOE award, and submit the completed forms to Quidnet's Designated COI Official.
2. **Submit an updated disclosure Form at least annually**, in accordance with the specific time period prescribed by Quidnet for the particular project, during the period of the award. Such disclosure shall include any information that was not disclosed initially or in a subsequent disclosure of significant financial interests (e.g., any financial conflict of interest identified on a DOE award that was transferred from another non-Federal entity), and shall include updated information regarding any previously disclosed significant financial interest (e.g., the updated value of a previously disclosed equity interest).
3. **Disclose the occurrence of any reimbursed or sponsored travel** (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to their institutional responsibilities that is not otherwise disclosed in current and pending or other support disclosures, provided that this disclosure requirement does not apply to travel that is reimbursed or sponsored by a Federal, state, or local government agency of the United States; a domestic Institution of Higher Education; or a domestic research institute that is affiliated with a domestic Institution of Higher Education. This disclosure must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration.
4. **Complete an updated disclosure Form within thirty days** of discovering or acquiring (e.g., through purchase, marriage, or inheritance) a new Significant Financial Interest.
5. Ensure each Form is (a) signed by the Investigator; (b) dated by the Investigator; and (c) includes the following certification statement:

I understand that this Disclosure is required to obtain funding from the U.S. Government. I, [Full Name and Title], certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false,

fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§ 1001 and 287, and 31 U.S.C. 3729-3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above.

2. Management of Financial COIs

a. General Management

Prior to Quidnet's expenditure of any funds under a DOE award, Quidnet's Designated Official shall: (a) review all Investigator disclosures of Significant Financial Interests; (b) determine whether any of the disclosures relate to the project funded under the DOE award; and (c) determine whether a financial conflict of interest exists; and, if so, develop and implement a management plan that shall specify the actions that have been, and shall be, taken to manage such financial conflict of interest.

A nonexclusive list of conditions or restrictions, one or more of which might be imposed to manage a financial conflict of interest, includes:

- Public disclosure of the financial conflict of interest (e.g., when presenting or publishing the project);
- For projects involving human subjects, disclosure of financial conflicts of interest directly to participants;
- Appointment of an independent monitor or oversight committee capable of taking measures to protect the purpose, design, conduct, and reporting of the project against bias resulting from the financial conflict of interest;
- Modification of the project plan;
- Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project;
- Reduction or elimination of the financial interest (e.g., sale of an equity interest); or
- Severance of relationship(s) that create financial conflicts of interest.

b. New Disclosure of Significant Financial Interest by New Investigator or Supplemental Disclosure by Existing Investigator

Quidnet's Designated Official shall, **within sixty (60) days** of an Investigator who is new to participating in the project disclosing a Significant Financial Interest or an existing Investigator disclosing a new Significant Financial Interest to Quidnet: (a) review the disclosure; (b) determine whether it is related to the project funded under the DOE award; (c) determine whether a financial conflict of interest exists; and, if so, implement, on at least an interim basis, a management plan that shall specify the actions that have been, and will be, taken to manage such financial conflict of interest.

Depending on the nature of the Significant Financial Interest, Quidnet may determine that additional interim measures are necessary with regard to the Investigator's participation in the project funded under the DOE award between the date of disclosure and the completion of Quidnet's review.

c. Identification of a Significant Financial Interest that was not Timely Disclosed by an Investigator or Previously Reviewed by Quidnet

Quidnet's Designated Official shall, **within sixty (60) days** of Quidnet identifying a Significant Financial Interest that was not disclosed timely by an Investigator or that, for whatever reason, was not previously reviewed by the non-Federal entity during an ongoing project funded under a DOE award (e.g., was not timely reviewed or reported by a subrecipient): (a) review the significant financial interest; (b) determine whether it is related to the project funded under a DOE award and; (c) determine whether a financial conflict of interest exists.

If a financial COI exists, Quidnet's Designated Official shall implement, on at least an interim basis, a management plan that shall specify the actions that have been and will be taken to manage such financial conflict of interest going forward.

Additionally, whenever a financial conflict of interest is not identified or managed in a timely manner, Quidnet shall, **within 120 days** of Quidnet's determination of noncompliance, complete a retrospective review of the Investigator's activities and the project funded under the DOE award to determine whether any project activity, or portion thereof, conducted during the time period of the noncompliance, was biased in the purpose, design, conduct, or reporting of such project.

Quidnet shall document in the retrospective review at a minimum the following elements: (a) DOE award number; (b) DOE project title; (c) PI or contact PI if a multiple PI model is used; (d) name of the Investigator with the FCOI; (e) name of the entity with which the Investigator has a financial conflict of interest; (f) reason(s) for the retrospective review; (g) detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed); (h) findings of the review; and (i) conclusions of the review.

Based on the results of the retrospective review, if appropriate, Quidnet shall update the previously submitted FCOI report, specifying the actions that will be taken to manage the financial conflict of interest going forward.

If bias is found, Quidnet is required to notify the DOE program office promptly and submit a mitigation report to the DOE program office.

The mitigation report shall include, at a minimum, the key elements documented in the retrospective review above, a description of the impact of the bias on the project, and Quidnet's plan of action or actions taken to eliminate or mitigate the effect of the bias (e.g., impact on the project; extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the project is salvageable). Quidnet shall then submit FCOI reports annually.

Depending on the nature of the financial conflict of interest, Quidnet may determine that additional interim measures are necessary with regard to the Investigator's participation in the project funded under the DOE award between the date that the conflict of interest or the Investigator's noncompliance is determined and the completion of Quidnet's retrospective review.

d. Monitoring of Management Plan on an Ongoing Basis

In accordance with DOE's Interim COI Policy, whenever Quidnet implements a management plan pursuant to this Policy, the non-Federal entity shall monitor Investigator compliance with the management plan on an ongoing basis until the completion of the DOE award.

e. Public Accessibility to Information Concerning Significant Financial Interests

In accordance with DOE's Interim COI Policy, prior to Quidnet's expenditure of any funds under a DOE award, Quidnet shall ensure public accessibility, via a publicly accessible website or written response to any requestor within five business days of a request, of information concerning any Significant Financial Interest disclosed to Quidnet that meets the following three criteria: (1) the Significant Financial Interest is still held by the senior/key personnel as defined by this Policy; (2) Quidnet determined that the Significant Financial Interest is related to the project funded under the DOE award; and (3) Quidnet determined that the Significant Financial Interest is a financial COI.

Quidnet shall provide the following minimum information: (1) the Investigator's name; (2) the Investigator's title and role with respect to the project; (3) the name of the entity in which the significant financial interest is held; (3) the nature of the Significant Financial Interest; and (4) the approximate dollar value of the Significant Financial Interest or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value.

If Quidnet uses a publicly accessible website, the information Quidnet posts shall be updated at least annually. In addition, Quidnet shall update the website within sixty (60) days of Quidnet's receipt or identification of information concerning any additional Significant Financial Interest of the senior/key personnel for the project funded under the DOE award that was not previously disclosed, or upon the disclosure of a Significant Financial Interest of senior/key personnel new to the project, if Quidnet determines that the Significant Financial Interest is related to the project and is a financial conflict of interest. The website shall note that the information provided is current as of the date listed and is subject to updates, on at least an annual basis and within sixty (60) days of Quidnet's identification of a new financial conflict of interest.

If Quidnet responds to written requests for information, Quidnet will note in its written response that the information provided is current as of the date of the correspondence and is subject to updates, on at least an annual basis and within sixty (60) days of Quidnet’s identification of a new financial conflict of interest, which should be requested subsequently by the requestor.

Information concerning the Significant Financial Interests of an individual subject to these public information accessibility requirements shall remain available, for responses to written requests or for posting via Quidnet’s publicly accessible website, for at least three years from the date that the information was most recently updated.

3. Reporting of Financial COI

In accordance with DOE’s Interim COI Policy, prior to the non-Federal entity's expenditure of any funds under a DOE-funded project, Quidnet shall provide to the DOE program office **a FCOI report** regarding any Investigator's unmanaged or unmanageable Significant Financial Interest found by Quidnet to be conflicting.⁵

Quidnet shall provide, on request, FCOI reports and supporting documentation about any Significant Financial Interest found by Quidnet to be conflicting, regardless of whether or not the conflict has been managed, mitigated, or eliminated.

Quidnet is not required to submit a FCOI report to DOE’s program office in the event it identifies a financial conflict of interest and eliminates it prior to the expenditure of DOE-awarded funds.

For any Significant Financial Interest that Quidnet identifies as conflicting subsequent to Quidnet’s initial FCOI report during an ongoing project funded under a DOE award (e.g., upon the participation of an Investigator who is new to the project), **Quidnet shall provide reports** in accordance with the below DOE Interim COI Policy requirements.

Applicable Event	Report/Review Requirement
If a DOE program office requires Quidnet to include only unmanaged or unmanageable Investigator FCOIs in the FCOI Report.	Provide to DOE within sixty days an FCOI report regarding the financial conflict of interest if Quidnet’s Designated COI Official determines that the FCOI is unmanageable.
A FCOI report involves a Significant Financial Interest that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed or managed by the non-Federal entity (e.g., was not timely reviewed or reported by a subrecipient).	Complete a retrospective review to determine whether any project funded under a DOE award or portion thereof conducted prior to the identification of the financial conflict of interest was biased in the purpose, design, conduct, or reporting of such project.

⁵ In accordance with DOE’s Interim COI Policy, DOE program offices may, by language in FOAs or term and condition of award, require a non-Federal entity’s FCOI report also list any Investigator’s significant financial interest found by the non-Federal entity to be conflicting and addressed by a management plan in accordance with this Policy.

<p>Quidnet determines bias is found as a result of a retrospective review.</p>	<p>Notify DOE program office promptly and submit a mitigation report to the DOE program office.</p>
<p>If a DOE program office requires Quidnet to include all Investigator FCOIs – including managed and unmanaged/unmanageable FCOIs – in the FCOI Report.</p>	<p>Provide to DOE within sixty days, an FCOI report regarding the financial conflict of interest and ensure that Quidnet has implemented a management plan in accordance with this Policy.</p>

Quidnet shall, at a minimum, include the following information in any FCOI report: (a) DOE award number; (b) PI or contact PI if a multiple PI model is used; (c) name of the Investigator with the FCOI; (d) name of the entity with which the Investigator has a financial conflict of interest; (e) nature of any applicable financial interest (e.g., equity, consulting fee, travel reimbursement, honorarium) and/or applicable external relationships or activities; (f) value of any applicable financial interest or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value; (g) a description of how the financial interest relates to the project funded under a DOE award and the basis for Quidnet’s determination that there is a conflict with such project; and (h) (if applicable) a description of the key elements of Quidnet’s management plan, including (i) role and principal duties of the conflicted Investigator in the project, (ii) conditions of the management plan, (iii) how the management plan is designed to safeguard objectivity in the project, (iv) confirmation of the Investigator's agreement to the management plan; and (v) how the management plan will be monitored to ensure Investigator compliance.

Finally, Quidnet shall provide DOE with an **annual FCOI report** that addresses the status of the financial conflict of interest and, if applicable, any changes to the management plan for the duration of the DOE award for any financial conflict of interest previously reported by Quidnet with regard to an ongoing project funded under a DOE award. The annual FCOI report shall specify whether the financial conflict is still being managed, if it remains unmanaged/unmanageable, or why the financial COI no longer exists. Quidnet shall provide annual FCOI reports to DOE for the duration of the project period (including extensions with or without funds) in the time and manner required by term and condition of award.

Quidnet acknowledges that DOE may require it to also routinely submit all or some Investigator disclosures of financial interests and shall comply with any requirement to do so in accordance with DOE’s Interim COI Policy.

D. Changes to Quidnet’s COI Policy

From time to time, this document may require updating and changing. An updated copy of Quidnet’s COI Plan will be posted on its company website in accordance with DOE’s Interim COI Policy.

E. Violations Of Quidnet’s COI Policy

At a minimum, a conflict-avoidance or mitigation plan provides for the recusal of anyone whose participation would create a conflict of interest. A policy of full and complete disclosure is followed to assess and prevent potential conflicts of interest from arising.

1. General

When faced with a real or potential conflict, employees and/or Investigators will make full disclosure and withdraw from discussions and decisions. Traditional organizational responses to misconduct typically progress from counseling, to warnings in the form of oral or written reprimands, to suspensions with or without pay, and finally to dismissal. A breach of conflict of interest rules may, in an extreme case, such as intentional misconduct, constitute a repudiation of the employment contract resulting in immediate termination.

Severe and appropriate disciplinary action will occur for any Quidnet employee and/or Investigator who commits a Breach of this COI Policy as appropriate.

2. Failure of Investigator to Comply with Company's Financial COI

If the failure of an Investigator to comply Quidnet's COI Policy or a related management plan appears to have biased the purpose, design, conduct, or reporting of the project funded under a DOE award, Quidnet shall promptly notify the DOE of the failure to comply and of the corrective action taken or to be taken.

Quidnet commits to working with DOE in good faith to disclose all relevant information and understands that consistent with DOE's Interim COI Policy, DOE will consider the situation and, as necessary, take appropriate action, or refer the matter to Quidnet for further action, which may include directions to Quidnet on how to maintain appropriate objectivity in the project funded under the DOE award. Quidnet recognizes that DOE may, for example, require Quidnet to enforce any applicable corrective actions prior to a DOE award or when the transfer of a DOE award involves such an Investigator.

Additionally, Quidnet acknowledges that consistent with DOE's Interim COI Policy, DOE may inquire, at any time before, during, or after an award, into any Investigator's disclosure of financial interests and Quidnet's review (including any retrospective review) of and response to such disclosure, regardless of whether the disclosure resulted in Quidnet's determination of a financial conflict of interest. Further, Quidnet recognizes that consistent with DOE's Interim COI Policy, it is required to submit or permit DOE's on-site review of, all records pertinent to compliance with this Policy, and that to the extent permitted by law, DOE will maintain the confidentiality of all records of financial interests.

Quidnet further recognizes that consistent with DOE's Interim COI Policy, the DOE program office may decide that, based on its review of records or other information that may be available, a particular financial COI will bias the objectivity of or adversely impact the project funded under the DOE award to such an extent that further corrective action is needed or that Quidnet has not managed the financial COI in accordance with DOE's Interim COI Policy. Should this occur, DOE may determine that the imposition of specific award conditions under 2 C.F.R. § 200.208 or an action specified under 2 C.F.R. § 200.339 may be appropriate.

3. Failure of Company to Disclose Organizational COI

Finally, consistent with DOE's Interim COI Policy, Quidnet recognizes that if it fails to disclose an organizational COI to DOE prior to engaging in a procurement or transaction using DOE funds with a

parent, affiliate, or subsidiary organization that is not a state, local government, or Indian tribe, the costs of such procurement or transaction may be disallowed.

If Quidnet fails to disclose an organizational conflict of interest to DOE prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization that is not a state, local government, or Indian tribe, and the organizational conflict of interest is not avoided, neutralized, or managed, DOE may determine that imposition of specific award conditions under 2 C.F.R. § 200.208 or an action specified under 2 C.F.R. § 200.339 may be appropriate.

F. Required Flow-Down to Subrecipient Non-Federal Entities

In accordance with DOE's Interim COI Policy, the Company shall flow down these financial and organizational COI requirements to any subrecipient non-federal entity through incorporation in a written agreement. This includes incorporating as part of a written agreement with the subrecipient terms that establish whether the financial COI policy of Quidnet or that of the subrecipient will apply to the subrecipient's Investigators. In either event, the subrecipient shall certify as part of the agreement with Quidnet that its COI policy complies with this DOE Interim COI Policy.

The subrecipient is required to make its COI policy available via a publicly accessible website to the extent it is not adopting Quidnet's COI Policy in lieu of its own. If the subrecipient does not have any current presence on a publicly accessible website (and only in those cases), the subrecipient shall make its written policy available to any requestor within five (5) business days of a request. If the subrecipient cannot provide such certification, the agreement shall state that subrecipient Investigators are subject to the financial conflict of interest policy of the recipient non-Federal entity for disclosing financial conflicts of interest.

The Company's agreement with all subrecipients shall specify time period(s) for the subrecipient to report all identified financial conflicts of interest to Quidnet. Such time period(s) shall be sufficient to enable Quidnet to provide timely FCOI reports, as necessary, to DOE, as required by DOE's Interim COI Policy.

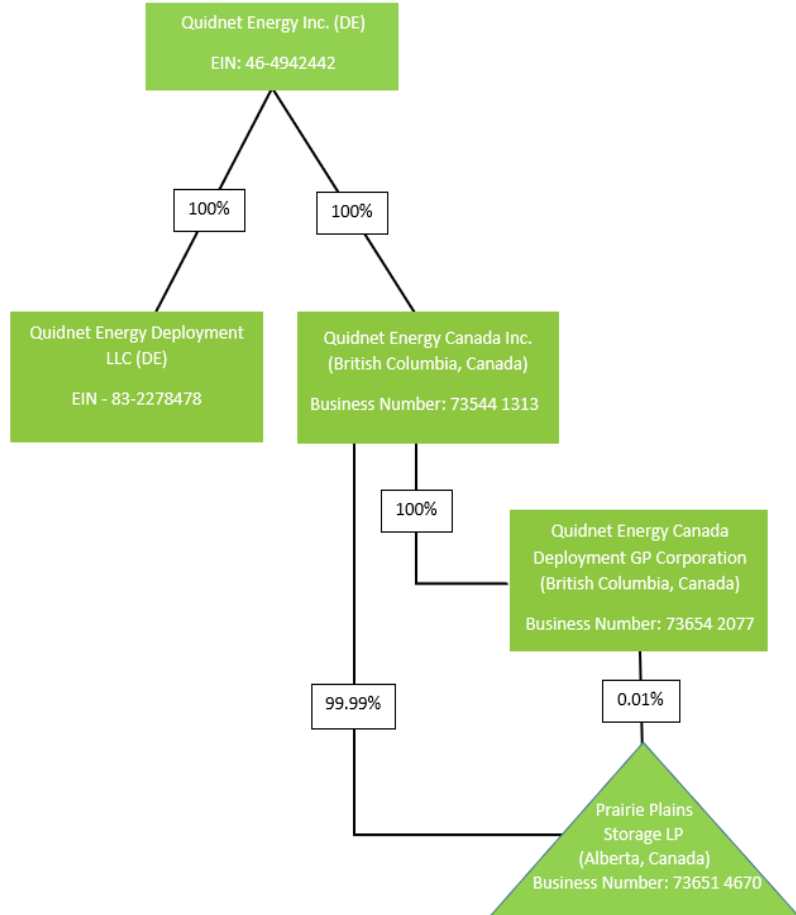
Additionally, the Company's agreement with all subrecipients shall require subrecipients to provide FCOI reports to the DOE program office regarding all financial conflict of interest of all subrecipient Investigators consistent with this Policy, i.e., prior to the expenditure of funds and within sixty days of any subsequently identified FCOI.

V. QUIDNET'S COMMITMENT

Quidnet is sensitive to DOE's concern that it remain positioned to provide impartial and objective services in connection with anticipated Contracts. Quidnet is committed to ensuring that its work under these contracts is performed in such a way that neither potential nor actual organizational or financial COI situations arise, and to taking the actions described in this Policy to prevent such situations from occurring. This is a dynamic Plan, and may be modified, if circumstances change. Any COI evaluation may result in specific resolution alternatives that will be identified through Quidnet's review process.

APPENDIX A

Quidnet Structure Chart



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APPENDIX B

QUIDNET’S SIGNIFICANT FINANCIAL INTERESTS AND DISCLOSURES FORM

Investigator Name:

Investigator Title:

In accordance with Quidnet’s Conflict of Interest (COI) Policy and the DOE Interim Conflict of Interest Policy, you, as an Investigator on a project funded wholly or in part under a DOE financial assistance award, are required to disclose any Significant Financial Interests.

The following table describes what constitutes a Significant Financial Interest:

Definition of “Significant Financial Interest” under DOE’s Interim COI Policy	
<p>Any foreign or domestic <i>publicly</i> traded entity</p>	<p>The value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000.</p> <p>Remuneration includes:</p> <ul style="list-style-type: none"> • Salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); • Equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices; or • “[O]ther reasonable measures of fair market value[.]”
<p>Any foreign or domestic <i>non-publicly</i> traded entity</p>	<p>(a) The value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000; or</p> <p>(b) When the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest).</p>
<p>Intellectual property rights and interests</p>	<p>Upon receipt of income related to such rights and interests (e.g., patents, copyrights, etc.).</p>

Significant Financial Interest *does not include:*

- Salary, royalties, or other remuneration paid by Quidnet to the Investigator if the Investigator is currently employed or otherwise appointed by Quidnet, including intellectual property rights assigned to Quidnet and agreements to share in royalties related to such rights;
- Any ownership interest in Quidnet held by the Investigator, because Quidnet is a commercial, for-profit organization;
- Income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles;
- Income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or
- Income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.

Based on the above definition of Significant Financial Interest, please list any financial interests you have that may be constituted as significant:

Company Name	Ticker (if applicable)	Category (public, nonpublic, IP rights)	Brief description of the business (used to assess potential conflict of interest)